EXHIBIT "A"

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:	*	
SUNTERRA CORPORATION, et al.,	*	**Civil Case No. JFM02-2539, on remand from the Fourth Circuit,**
Debtor.	*	**Case No. 03-1193**

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RCI TECHNOLOGY CORPORATION, f/k/a	*	**Bankruptcy Nos. 00-5-6931-JS through 00-5-6967-JS**
Resort Computer Corporation		**(Chapter 11)**
	*	
Appellant,		
		Jointly Administered Under
v.	*	**Bankruptcy No. 00-5-6931-JS**
SUNTERRA CORPORATION,	*	
Appellee.	*	

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**ORDER ON REMAND GRANTING THE MOTION TO DEEM THE SOFTWARE
LICENSE REJECTED**

This matter comes before the Court on remand from the Fourth Circuit following an

appeal of this Court's Order and Memorandum Decision, both dated January 10, 2003, in which

this Court affirmed the Bankruptcy Court's Order Denying Motion to Deem Software License

Agreement Rejected, entered on June 7, 2002. This Court agreed with the position of Sunterra

Corporation ("Sunterra") that notwithstanding the language of Section 365(c) of the Bankruptcy

Code, Sunterra could assume the non-exclusive Software License Agreement ("SLA") between

RCI Technology Corporation ("RCIT") and Sunterra for use by the reorganized Sunterra so long

as Sunterra did not seek to assign the SLA. RCIT filed a timely appeal from this Court's Order

and Memorandum Decision. On March 18, 2004, the Fourth Circuit issued a Decision[1] and

Order reversing this Court's Order and Memorandum Decision. The Fourth Circuit held that,

based on its construction of Section 365(c) of the Bankruptcy Code, Sunterra "was precluded

from assuming the nonexclusive software license" between it and RCIT. On April 13, 2004, the

Fourth Circuit denied Sunterra's request for rehearing and rehearing en banc. The mandate

issued on April 21, 2004.

Based on the foregoing and the Fourth Circuit's decision that Sunterra was

unambiguously precluded from assuming the SLA, no further proceedings are required to

implement the decision of the Fourth Circuit. Therefore, for the reasons stated in the Fourth

Circuit's decision, it is hereby

ORDERED, that the Bankruptcy Court's Order Denying Motion to Deem Software

License Agreement Rejected is reversed; and it further

ORDERED, that the Motion to Deem Software License Agreement Rejected is granted;

and it is further

ORDERED, that the SLA is deemed to have been rejected in Sunterra's bankruptcy case

as of the effective date of Sunterra's confirmed plan, which is the latest possible date for such

rejection.

Date:

_____
J. Frederick Motz
United States District Judge

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[1]   The Decision is reported at 361 F.3d 257 (4th Cir. 2004).